



J. L. MERUSI
Chain Accounts Manager

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March 14, 1995

TO: 1110 - Boston ROU
1210 - New York Metro ROU
1310 - Philadelphia ROU
1510 - Hartford ROU
1610 - Buffalo ROU
1710 - Pittsburgh ROU

DM	I&O	REP
1224		
1225		
1226	✓	5, 12, 13, 15, 16
1229		
1230	✓	6, 7, 10, 11, 13, 15
PTG	SAM	
ROM	PA	SC
RM	PG	NO
1240	1242	SAM

FOR: DISSEMINATION TO SALES REPS WITH CUMBERLAND FARMS

SUBJECT: Cumberland Farms - Chain ID #0107-XX-XX

Ladies and Gentlemen:

RJR and Cumberland Farms have agreed to extend the existing merchandising display program through August 31, 1997. The Basic elements of the agreement are as follows:

1. Full Price display at the selling side of Primary Cash Register.
2. Doral display in front of the Primary Cash Register.
3. Full Price Promotional display located either on the Counter or on the Sales Floor.
4. Monarch display either on the Counter or on the Sales Floor.
5. RJR OPM

Planograms are attached indicating the location for these displays. (Attachment 1) In some instances it may be impossible to conform to the planograms. In these cases, sales reps along with Store Management should work to establish locations for displays with the understanding that RJR is to have primary consideration as to display position.

"We work for smokers."

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- MUSTANG

Although the Mustang display is not part of the contracted agreement, it is an authorized display and is to be located as indicated on the attached planograms.

- NSS DISPLAYS

Due to town ordinances and high pilferage, our non-self-service program will be implemented in selected stores. These stores are identified on the attached list. (Attachment 2)

Display elements for NSS stores should be consistent with the displays for self-service stores. Due to space, it may be necessary to combine displays i.e. Promotion unit with Full Price display, Monarch with Doral display. The minimum requirement for NSS stores is 16 rows for Full Price and 24 rows for Monarch/Doral.

A Mustang display is also authorized for non-self-service stores and is to be placed to ensure continued exposure for this brand.

- CONTRACTS / SIS

All contracts have been updated in SIS to reflect the authorized plan by store. Under no circumstance should any contracts in Cumberland Farms be deleted or changed without the approval of this office.

- CONTRACT COMPLIANCE

Cumberland Farms Management is very concerned with regards to contract compliance. They are committed to working with RJR to ensure contract compliance at store level. Cumberland Farms Local Field Management feels they can correct compliance problems if they are aware of them. To assist Cumberland Farms, the following procedures are effective immediately:

When a sales rep encounters a compliance problem, that cannot be corrected at store level, the Cumberland Farms Regional Manager is to be contacted via voice mail. (Attachment 3) RJR rep should give the store number and the reason the store is in non-compliance. Also, advise Regional Manager if a warning or delete payment was given.

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• CONTRACT COMPLIANCE (cont'd)

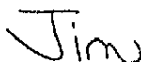
General Managers will be supplied a weekly non-compliance report. Therefore, it is very important that any time a non-compliance is shown in SIS that the Regional Manager be voice mailed indicating the problem.

Regional Manager will then handle the problem with the store. If the problem cannot be resolved, the RJR contact for the area will voice mail the RJR rep to explain the specifics with regard to the store.

The above procedure has worked successfully in markets where they have been employed. Your assistance in following through as outlined will help RJR maintain its dominant position in this chain which will assist in growing our business in the future.

Your cooperation and assistance is greatly appreciated.

Sincerely,



J. L. Merusi

JLM(aem)

Attachments

cc: Mitch McGovern 1140
Steve Manos 1140
Gary Hennessey 1540
Audrey Evanchik 1240
Rich Tanchyk 1643
Division Managers

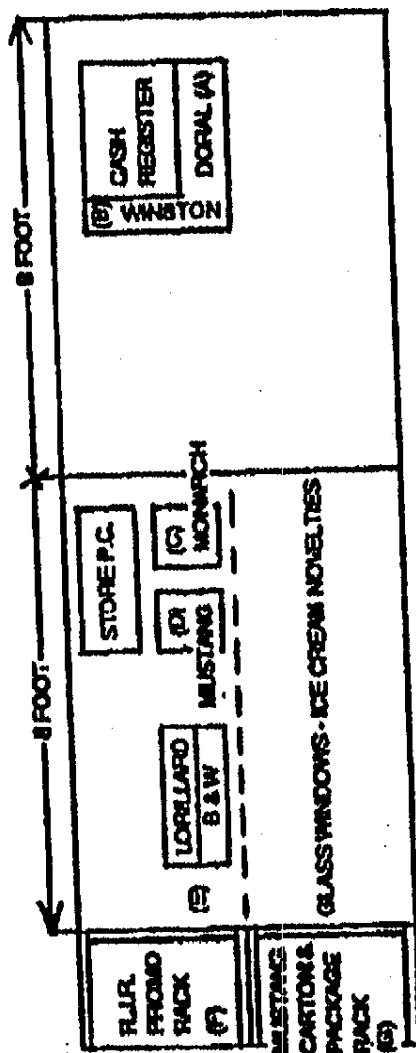
M-2

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ATTACHMENT 1

CUMBERLAND FARMS INC.
 DISPLAY PLAN O-GRAM
 EFFECTIVE 12/1/84 - 8/31/87

OPTION - 1
 COMBINATION HISSMAN CHECKOUT (FULL SIZE)



CONTRACT DISPLAYS

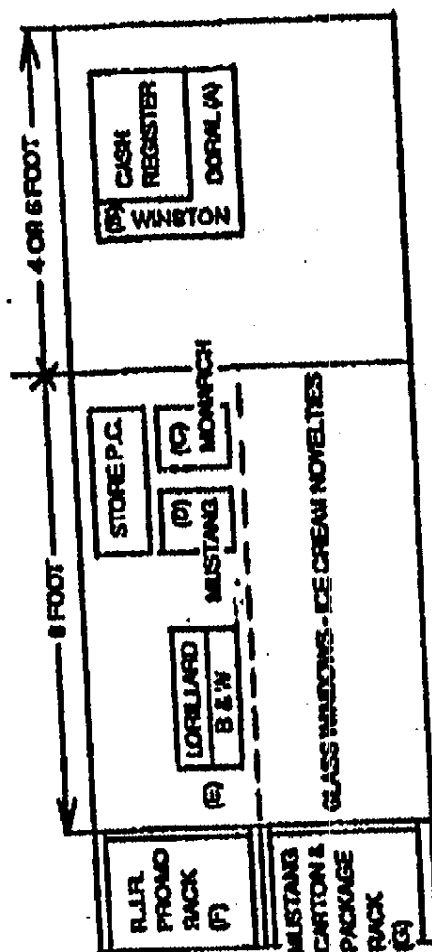
- (A) - DORAL PACKAGE RACK
- (B) - WINSTON PACKAGE RACK
- (C) - MONARCH PACKAGE RACK
- (D) - MUSTANG PACKAGE RACK
- (E) - LORILLARD B & W PACKAGE RACK (TOP LORILLARD BOTTOM B & W)

- (F) - R.I.R. PROMOTION FLOOR RACK
- (G) - MUSTANG CARTON PACKAGE FLOOR RACK
- (H) - R.I.R. PROMOTION COUNTER RACK (SEE OPTION 2/4)

ATTACHMENT 1

CUMBERLAND FARMS INC.
DISPLAY PLAN-O-GRAM
EFFECTIVE 12/1/84 - 8/31/87

OPTION - 2
CONSERVATION HUSBANDRY CHECKOUT (SHORT)



HUSBANDRY

- (A) - DORAL PACKAGE RACK
- (B) - WINSTON PACKAGE RACK
- (C) - MONARCH PACKAGE RACK
- (D) - MUSTANG PACKAGE RACK
- (E) - LORELLARD & B & W PACKAGE RACK (TOP LORELLARD BOTTOM B & W)

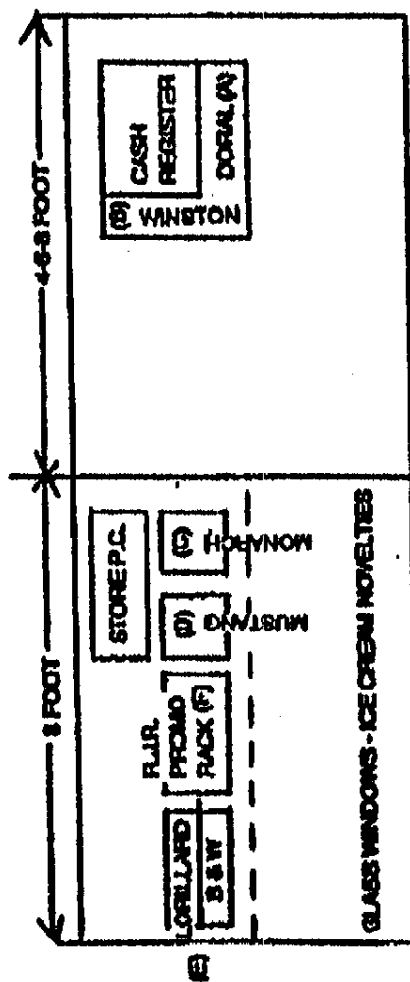
- (F) - R.J.R. PROMOTION FLOOR RACK
- (G) - MUSTANG CARTON PACKAGE FLOOR RACK
- (H) - R.J.R. PROMOTION COUNTER RACK (SEE OPTION 2A)

ATTACHMENT 1

CUMBERLAND FARMS INC.
 DISPLAY PLAN-O-GRAM
 EFFECTIVE 12/1/94 - 8/31/97

OPTION - 2A

STORES WITHOUT RLR PROMOTION RACK AND MONARCH
 CARTON RACK MUST USE (H) FOR CONTRACT AGREEMENT



MUSKOGEE

(H) - FLJR. COUNTER PROMOTION RACK

ATTACHMENT 2

Cumberland Farms

TERR	SIS #	STORE #	ADDRESS	CITY	CONTRACT EXCEPTION
112205	100338	5565	730 MAIN ST	WESTBROOK	NSS BASE
112801	107544	0109	24 NORTH ST	MEDFIELD	NSS BASE
112801	107507	0124	915 MAIN ST	MILLIS	NSS BASE
112801	107487	0128	429 WASHINGTON ST	HOLLISTON	NSS BASE
112805	103289	0081	316 WORCESTER ROAD	N GRAFTON	NSS BASE
112805	758206	0197	150 MENDON ST	HOPEDALE	NSS BASE
112808	214468	0023	76 CITY HALL AVE	GARDNER	NSS BASE
112808	103850	0068	1098 MAIN ST	FITCHBURG	NSS BASE
112807	105829	3443	12 HAVERHILL ST	METHUEN	NSS BASE
112811	106930	3335	280 WASHINGTON ST	WINCHESTER	NSS BASE
112811	106913	3364	935 MASSACHUSETTS AV	ARLINGTON	NSS BASE
112812	106113	3413	494 WESTFORD ST	LOWELL	NSS BASE
112812	168852	3480	58 AIKEN AVE	LOWELL	NSS BASE
112813	034715	3496	108 THOREAU ST	CONCORD	NSS BASE
112814	103789	0070	40 MECHANIC ST	LEOMINSTER	NSS BASE
112808	108989	0179	569 WASHINGTON ST	CANTON	NSS BASE
112808	923227	3462	7 LIBERTY SQ	WEYMOUTH	NSS BASE
112809	107602	3429	S MAIN ST	SHARON	NSS BASE
112810	107683	3375	4 SQUIRE RD	REVERE	NSS BASE
112810	545808	3509	354 WASHINGTON ST.	CHELSEA	NSS BASE
112813	612960	2317	974 N MAIN ST	BROCKTON	NSS BASE
112813	585036	2349	BELMONT & PEARL STS.	BROCKTON	NSS BASE
112813	573178	2370	660 PLEASANT ST	BROCKTON	NSS BASE
113004	110574	2287	2012 ACUSHNET AVE	NEW BEDFORD	NSS BASE
113007	111275	0096	2 OLNEY ST	SEEKONK	NSS BASE
113007	111263	0105	545 CENTRAL AVE	SEEKONK	NSS BASE
113007	111267	0146	417 TAUNTON AVE	SEEKONK	NSS BASE
113007	261748	0199	1455 FALL RIVER AVE	SEEKONK	NSS BASE
113601	115611	6670	154 1ST ST	PITTSFIELD	NSS BASE
113601	704551	6678	446 MAIN ST	WILLIAMSTOWN	NSS BASE

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ATTACHMENT 2

Cumberland Farms

TERR	SIS #	STORE #	ADDRESS	CITY	CONTRACT EXCEPTION
113601	500006	6697	885 DALTON AVE	PITTSFIELD	NSS BASE
113602	537014	0138	977 MAIN ST	WEST SPRINGFIEL	NSS BASE
113606	114875	0145	136 KING ST	NORTHAMPTON	NSS BASE
113606	114813	6639	49 MAIN ST	GREENFIELD	NSS BASE
113606	114793	6694	262 FEDERAL ST	GREENFIELD	NSS BASE
113607	103341	0034	119 E MAIN ST	WEBSTER	NSS BASE
113607	103804	0132	170 MAIN ST	SPENCER	NSS BASE
✓ 123014	280183	7912	120 CARR AVE	KEANSBURG	NSS BASE
133402	281070	7939	3128 ARCTIC AVE	ATLANTIC CITY	NSS BASE
152203	290982	1501	604 N MAIN ST	PORT CHESTER	NO CONTRACTS
152212	360719	1588	WEST MAIN & MONHAG.	MIDDLETOWN	NSS BASE
152401	113356	4630	JCT RTS 101 & 12	DAYVILLE	NSS BASE
152402	111740	1150	125 BROADWAY	NEWPORT	NSS BASE
152403	111089	1221	1196 W SHORE RD	WARWICK	NSS BASE
152404	068480	1273	1 POCASSET AVE	PROVIDENCE	NO CONTRACTS
152405	704019	1243	698 BROADWAY	PAWTUCKET	NSS BASE
152406	112124	1202	255 RESERVOIR AVE	PROVIDENCE	NO CONTRACTS
152406	112118	1210	1297 BROAD ST	PROVIDENCE	NSS BASE
152406	704267	1249	921 CRANSTON ST	CRANSTON	NO CONTRACTS
152810	620505	4699	ROUTE 12	N GROSVENORDALE	NSS BASE
153025	270849	4517	SHORT ST	NORWALK	NO CONTRACTS
162302	767988	1535	21 FEEDER ST	HUDSON FALLS	NSS BASE
162304	175968	1518	77 ONTARIO ST	COHOES	NSS BASE
162304	130253	1589	380 5TH AVE	TROY	NSS BASE
162305	175849	1505	1268 STATE ST	SCHENECTADY	NSS BASE
162305	175806	1510	1001 CRANE ST	SCHENECTADY	NSS BASE
162305	767860	1533	2541 GUILDERLAND AVE	SCHENECTADY	NSS BASE
162305	767550	1545	1429 STATE ST	SCHENECTADY	NSS BASE
162308	176757	1522	67 GREEN ST	HUDSON	NSS BASE
162308	766969	1565	MAIN STREET	CATSKILL	NSS BASE

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ATTACHMENT 3

Cumberland Farms Chain ID number has been broken down to indicate Cumberland Farms stores by General Manager and by Cumberland Farms Regional Manager.

All Cumberland Farms stores Chain ID's now reflect the General Manager/Regional Manager that has responsibility for them.

Each General Manager will have a local RJR Manager contact to enhance our business with this chain.

Following is a breakdown of Cumberland Farms General Manager, Regional Manager and RJR contacts.

To identify which Regional Manager has responsibility for a particular store, simply check the SIS Chain ID number for the store. The last two digits of the Chain ID number will identify the Regional Manager for that store.

Cumberland Farms Main Voice Mail # 1-800-828-0869

CHAIN ID #	C-FARMS MGR.	TITLE/ADDRESS	RJR CONTACT
0107-44-00	John Babbitts	General Manager Flanders Village Mall Box 248 Flanders, NJ 07836	Audrey Evanchik Special Acct. Mgr. 400 Raritan Center Parkway Raritan Center Edison, NJ 08837 Tel: 908-225-4774 Fax: 908-417-9076 Voice Mail Ext. 77275
0107-44-72	Jim Gauntt	Regional Manager Voice Mail Ext. 1729	
0107-44-75	Arthur Gordon	Regional Manager Voice Mail Ext. 1152	
0107-44-78	Ken Braz	Regional Manager Voice Mail Ext. 1048	

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ATTACHMENT 3 (cont'd)

Cumberland Farms Main Voice Mail # 1-800-828-0869

CHAIN ID #	C-FARMS MGR.	TITLE/ADDRESS	RJR CONTACT
0107-45-00	Dave Merriam	General Manager 472 Main Street Palmer, MA 01069	Mitch McGovern Special Acct. Mgr. 227 B South Street Hopkinton, MA 01748 Tel: 508-435-8613 Fax: 508-435-8591 Voice Mail Ext. 73348
0107-45-60	Ed Krause	Regional Manager Voice Mail Ext. 1209	
0107-45-68	Pete Swantko	Regional Manager Voice Mail Ext. 1406	
0107-45-69	Ron Saumur	Regional Manager Voice Mail Ext. 1329	
0107-45-76	Mike Limoges	Regional Manager Voice Mail Ext. 1511	

Cumberland Farms Main Voice Mail # 1-800-828-0869

CHAIN ID #	C-FARMS MGR.	TITLE/ADDRESS	RJR CONTACT
0107-46-00	Jeff Cutting	General Manager 83 Washington Street Box 14 Dover, NH 03820	Steve Manos Special Acct. Mgr. 227 B South Street Hopkinton, MA 01748 Tel: 508-435-8613 Fax: 508-435-8591 Voice Mail Ext. 73690
0107-46-15	Joanne Fuller	Regional Manager Voice Mail Ext. 1141	
0107-46-64	David Algier	Regional Manager Voice Mail Ext. 1006	
0107-46-73	Phil Brokos	Regional Manager Voice Mail Ext. 1057	
0107-46-79	Tom Cacciola	Regional Manager Voice Mail Ext. 1676	

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ATTACHMENT 3 (cont'd)

Cumberland Farms Main Voice Mail # 1-800-828-0869

CHAIN ID #	C-FARMS MGR.	TITLE/ADDRESS	RJR CONTACT
0107-47-00	Paul Freeman	General Manager 2643 Hartford Avenue Johnson, RI 02929	Gary Hennessey Hartfield Boulevard Box #3 E. Windsor, CT 06088 Tel: 203-623-6060 Fax: 203-623-5993 Voice Mail Ext. 73731
0107-47-01	Lynda Martone	Regional Manager Voice Mail Ext. 1306	
0107-47-30	Rick Boyle	Regional Manager Voice Mail Ext. 1044	
0107-47-70	Chip Lynde	Regional Manager Voice Mail Ext. 1473	
0107-47-74	Chris Connell	Regional Manager Voice Mail Ext. 1513	

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